

Position Description – Non-Executive Director

Version 3.0 – March 2022

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Approval date	17 June 2022
Approved by	Board
Next review date	March 2024
Review frequency	Every 2 years
Related RBHS policies/ procedures	<ul style="list-style-type: none"> • Fit and Proper Policy • Board Renewal Policy • Board Governance Policy • RBHS Constitution • Nominations and Remuneration Committee (NRC) Terms of Reference • Director Election Process
Related legislation/ standards	<ul style="list-style-type: none"> • APRA Prudential Standard <i>CPS 520 Fit and Proper</i>
Procedure owner	Senior Governance and Compliance Advisor
Scope	Board

This policy is scheduled for review every 2 years as part of RBHS' standard 2 yearly cycle, unless legislative or prudential requirements or risk events require it to be reviewed earlier.

1. Purpose

The role of Non-Executive Director (director) is a key one within Reserve Bank Health Society Limited (RBHS). The director contributes his/her experience, skills, and expertise, including by contributing to the RBHS director skills requirements for the Board as a whole, to manage the company's performance, ensure it meets its compliance obligations and enable the company to remain viable and effective in the present and for the future.

2. Duties & Responsibilities

- Set the company's strategic direction and priorities.
- Regularly scan the external operating environment to ensure the organisation's strategic direction remains both appropriate and viable.
- Monitor organisational performance and evaluate the achievement of strategic and business plans and annual budget outcomes.
- Establish the policy framework for governing the organisation from which all operational policies and actions are developed.
- Ensure the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- Ensure that the organisation's assets are protected via a suitable risk management strategy.
- Assess risks facing the organisation, establishing a risk management framework and risk appetite and tolerance levels, and monitoring compliance.
- Monitor CEO and organisational compliance with the relevant federal, state and local legislation and bylaws, accounting standards, and with the organisation's own policies.
- Be clear and understand the roles, responsibilities and reporting relationships of the board and professional staff.
- Provide advice and guidance to the CEO as required.
- Not individually instruct the Chief Executive Officer on matters relating to operational issues.
- Attend board meetings fully prepared (no less than 60% of meetings per year). Where attendance is not possible, directors will submit an apology. If absence is likely to extend for several consecutive meetings, directors will obtain leave of absence.
- At board meetings recognise the authority of the Chair.
- Listen to and respect opinions of fellow directors.
- Analyse and problem solve at a strategic level and contribute to effective decision making.
- Debate issues in a non-threatening, co-operative manner.
- Be independent in judgement and actions and to take reasonable steps to be satisfied as to the soundness of all decisions of the Board.
- Express concerns to the Chair or other relevant authority about decisions or actions contrary to the Board's duties and responsibilities.

- Not demand or accept in connection with their official duties any fee, favour, reward, gratuity or remuneration of any kind, outside the scope of their entitlements as a board member, unless authorised by the Chair.
- At the request of the Chair, attend meetings or participate in discussions with relevant external parties. This can include, but is not limited to, auditors, regulators, expert advisors and consultants, and members.
- Participating in at least one Board Committee as agreed with the Chair and attend no less than 60% of committee meetings.
- Attend or participate in at least one director-related education activity annually.
- Attend the Annual General Meeting.

3. Expectations

In addition to the above duties and responsibilities, the director is also expected to:

- Comply with all legal obligations as a director under the Corporations Act 2001.
- Act in the best interests of the company.
- Comply with the RBHS Board Governance Policy and all relevant policies, practices and guidelines.
- Have a strong understanding of the organisation's business and financial model, strategic risks and key performance drivers.
- Maintain confidentiality and not divulge information deemed confidential or sensitive. If directors are uncertain they should seek direction from the Chair.
- Avoid discussing board business in places where there is a likelihood of being overheard.
- Be commercially astute.
- Abide by board decisions once reached, and once decisions are made, speak with one voice.
- Have engaged commitment.

4. Review

This position description will be reviewed biennially. To ensure this is done, the review date is included in the Board's corporate calendar.

Chair, RBHS Board

Version	Date	Author	Approved by	Distribution	Comments
1.0	September 2018	The Ducendi Group	Board	RBHS Board, Peoplecare Management, RBHS Website, Members if requested	New document

1.1	September 2018	The Ducendi Group	Dale Cairney	RBHS Board, Peoplecare Management, RBHS Website, Members if requested	Minor updates requested by the Chair
2.0	September 2020	Senior Governance and Compliance Advisor	Board	Board	Biennial review
2.1	March 2022	SGCA	Board	Board	Biennial review – no material changes